

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

*In re:*

KB TOYS, INC., *et al.*,

Debtors.

Chapter 11

Case No. 04-10120  
(Jointly Administered)

Ref. Docket No. 1983, 1984 and 2073

**ORDER ON (1) MOTION PURSUANT TO BANKRUPTCY CODE SECTION 1121(d)  
FOR A FIFTH EXTENSION OF THE EXCLUSIVE PERIOD DURING WHICH A  
CHAPTER 11 PLAN MAY BE FILED AND ACCEPTANCES THEREOF SOLICITED,  
AND (2) MOTION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR  
AN ORDER AUTHORIZING AND APPOINTING THE COMMITTEE TO  
COMMENCE AND PROSECUTE ACTIONS AGAINST INSIDERS**

Upon consideration of the motion (the "Exclusivity Motion")<sup>1</sup> of the Debtors, as debtors in possession, seeking entry of an order pursuant to Section 1121(d) of the Bankruptcy Code further extending the Exclusive Periods [Docket No. 1983]; and upon consideration of the Motion of the Official Committee of Unsecured Creditors (the "Committee") for an Order Authorizing and Appointing the Committee to Commence and Prosecute Actions Against Insiders [Docket No. 1984] (the "Standing Motion"); the Court having reviewed the Exclusivity Motion, the Standing Motion, and the objections, replies and all other documents filed with respect thereto; it appearing that appropriate notice and opportunity for a hearing on the Exclusivity Motion and Standing Motion was given and that no other or further notice need be given; and upon the record of the hearing held on March 3, 2005 (the "Hearing"); and all parties having had an opportunity to be heard; and after due deliberation and sufficient cause appearing therefore; and the Court having set forth its findings of fact and conclusions of law on the record at the Hearing pursuant to Rule 52(a) of the Federal Rules of Civil Procedure made applicable pursuant to Rules 7052 and 9014 of the Federal Rules of Bankruptcy Procedure,

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<sup>1</sup> All capitalized terms used in this Order shall have the definitions attributed to them in the Motion unless otherwise indicated.

IT IS HEREBY ORDERED THAT:

1. The Exclusivity Motion and the Standing Motion are granted as set forth herein.

A. EXCLUSIVITY MOTION

2. The time period within which a plan of reorganization may be filed pursuant to Section 1121 of the Bankruptcy Code is extended through and including May 15, 2005.

3. The time period within which acceptances of a plan of reorganization may be solicited pursuant to Section 1121 of the Bankruptcy Code is extended through and including July 15, 2005.


4. The Committee is granted the co-exclusive right with the Debtors to file a plan of reorganization, to solicit acceptances thereto and otherwise seek confirmation thereof during the Exclusive Periods, provided that, for clarity, a plan may be filed by the Debtors (or any of them), the Committee, and/or both, and further provided that the Debtors and the Committee shall provide the other (unless they are filing a joint plan with each other) with seven (7) days prior written notice of their filing of any plan in these Chapter 11 cases.

B. STANDING MOTION

6. The Committee is granted standing to investigate, prosecute, defend or otherwise resolve potential causes of action of the estates against the Potential Defendants (as defined in the Standing Motion) relating to the Transaction (also as defined in the Standing Motion); provided however, that the Committee may commence any such action only after first obtaining a further order of this Court on proper notice to the Debtors.

7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and interpretation of this Order.

Dated: 3/10, 2005  
Wilmington, Delaware

  
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United States Bankruptcy Judge